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September 16, 2004

Mr Pat Miller, Chairman Tennessee Regulatory Authority 460 James Robertson Parkway Nashville, Tennessee 37243-0505

Re

Petition for Approval of Second Amendment to the Interconnection Agreement Between TDS Telecom and US LEC of Tennessee, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, Docket # 694-00308

Dear Chairman Miller

Enclosed please find the original and 13 copies of the Second Amendment to the Interconnection Agreement between US LEC of Tennessee, Inc. and TDS Telecom submitted for Tennessee Regulatory Authority approval pursuant to Section 252(e) of the Telecommunications Act of 1996 This amendment modifies the Interconnection Agreement that was approved by the Authority in Docket 03-00415 on September 29, 2003

Should you have any questions regarding this filing, you may contact me at (865) 671-4758

Sincerely,

Linda Lowrance

Manager-Interconnection

Enclosures

cc Greg Lunsford, US LEC (w/o enclosures)
Bruce Mottern (w/o enclosures)

PO BOX 22995 KNOXVILLE, TN 37933-0995

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Second Amendment to Interconnection Agreement

The Interconnection Agreement dated as of June 13, 2003 between Concord Telephone Exchange, Inc., Tennessee Telephone Company, Humphreys County Telephone Company, and Tellico Telephone Company, Inc. (collectively "TDS TELECOM") and US LEC of Tennessee Inc., filed with the Tennessee Regulatory Authority in Docket 03-00415 on June 23, 2003 is hereby amended as follows:

Appendix
NIM- 1st amended Exhibit A-4

Effective

Pursuant to Section 2.2.2 of Appendix NIM, Exhibit A-4 is amended to reflect the addition of a Point of Interconnection (POI) at the Mt. Juliet central office (MTJLTNXADS2).

The remaining terms and conditions of the Agreement shall remain in effect.

Executed this 4H day of September 2004.

US LEC of TENNESSEE INC.

TDS TELECOMMUNICATIONS
CORPORATION, not individually but as agent for Concord Telephone Exchange,
Inc., Humphreys County Telephone
Company, Tellico Telephone Company, Inc. and Tennessee Telephone Company

Signature

Wanda Montano

Printed Name

VP- Regulatory and Industry Affairs
Position/Title

Louis D. Reilly, III

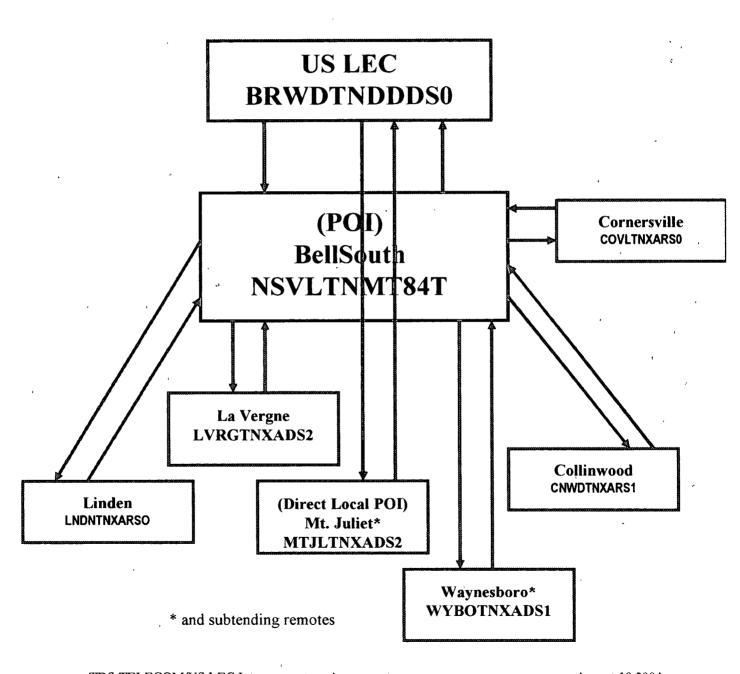
Printed Name

Signature

Director- Carrier Relations

Position/Title

Tennessee Telephone – OCN 0575 Nashville LATA - 470



TDS TELECOM/US LEC Interconnection Agreement

August 19,2004